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February 7, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

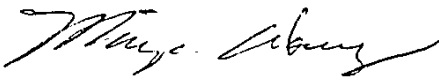
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed are two copies of the Articles of Incorporation of Time International (Miami) Inc. along with a check in the amount of Seventy Dollars and Zero Cents (\$70.00).

Please process this incorporation at your earliest convenience.

Sincerely,



Ming C. Wang  
6950 Cypress Road #208-15  
Plantation, FL 33317

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
TIME INTERNATIONAL (MIAMI) INC.  
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DIVISION  
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation is Time International (Miami) Inc..

ARTICLE II DURATION

The duration of the Corporation is perpetual.

ARTICLE III PURPOSES OF BUSINESS

The general purposes for which the Corporation is organized are:

1. To import/export general merchandise.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V PRINCIPAL OFFICE

The principal office of the Corporation is 6950 Cypress Road #208-15, Plantation, Florida 33317.

ARTICLE VI REGISTERED AGENT

The name of its initial registered agent is Ming C. Wang.  
The street address of the initial registered agent of the Corporation is 6950 Cypress Road #208-15, Plantation, Florida 33317.

ARTICLE VII DIRECTORS

The number of director constituting the initial Board of Directors of the Corporation is two. The names and addresses are:

Chi To Lam, President  
6950 Cypress Road #208-15  
Plantation, FL 33317

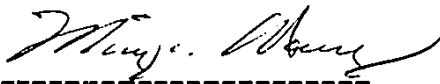
Chi Chan Lam, Secretary & Treasurer  
6950 Cypress Road #208-15  
Plantation, FL 33317

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

Ming C. Wang  
6950 Cypress Road #208-15  
Plantation, FL 33317

The undersigned incorporator has executed these Articles of Incorporation this 7th day of February, 1997.

  
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Ming C. Wang

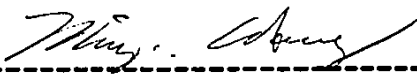
CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

Time International (Miami) Inc. desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Plantation, County of Broward, State of Florida, has named Ming C. Wang, located at 6950 Cypress Road #208-15, Plantation, Florida 33317, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.

  
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Registered Agent - Ming C. Wang

2/7/97  
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Date

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